

GREEN RIVER GOLD CORP.

#115 - 6220 FULTON ROAD NW
EDMONTON, ALBERTA
T6A 3T4

MANAGEMENT INFORMATION CIRCULAR

DATED MARCH 28, 2018

SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Green River Gold Corp. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at the German Club, 8310 Roper Road, Edmonton, Alberta on Friday, May 18, 2018 at 10:00 a.m. (MST time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“**Common Shares**”) pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**National Instrument 54-101**”).

The Canadian securities regulators have adopted new rules under National Instrument 54-101, effective for general meetings held on or after March 1, 2013, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This new process provides the option to post meeting-related materials, including management information circulars, as well as annual financial statements, and related management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, such meeting related materials will be available for viewing for up to one (1) year from the date of posting, and a paper copy of the material can be requested at any time during this period. The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

The Company may reimburse shareholders' nominees or intermediaries (including brokers or their agents holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of any such solicitation will be borne by the Company. Unless otherwise stated, the information contained in this Information Circular is given as at March 26, 2018.

Unless specified otherwise, all of the financial information in this Information Circular is for the financial year ended September 30, 2017 or as at September 30, 2017.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the "**Management Designees**") have been selected by the directors of the Company.

A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chair of the Meeting in the Chair's discretion, but the Chair is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company, at #115 - 6220 Fulton Road NW, Edmonton, Alberta, T6A 3T4, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each registered Shareholder and each proxyholder (representing a registered or unregistered Shareholder) having one (1) vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one (1) vote for each Common Share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be

voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the Management Designees, if named as proxyholder, will vote in favour of the matters set out therein.**

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which, in their judgment, is in the best interests of the Company.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “**ordinary resolution**”), unless the motion requires a “**special resolution**”, in which case a majority of two-thirds (2/3rds) of the votes cast will be required.

BENEFICIAL HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” or “beneficial” shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Beneficial Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the

Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Designees named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) each proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares, without nominal or par value, of which as at the date hereof 15,745,749 Common Shares are issued and outstanding.

The holders of Common Shares of record at the close of business on the record date, set by the directors of the Company to be March 22, 2018, are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

The By-Laws of the Company provide that a quorum for the transaction of business at the Meeting is one person holding not less than one-twentieth of the total number of the issued shares of the Company.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company other than:

NAME OF SHAREHOLDER	NUMBER OF SHARES	PERCENTAGE OF ISSUED AND OUTSTANDING
49 North Resources Inc.	1,628,750 Common Shares	10.34%

PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

I. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended September 30, 2017 (the "**Financial Statements**"), together with the Auditors' Report thereon, will be presented to the shareholders at the Meeting. Shareholders should note that in accordance with the rules of National Instrument 51-102 - *Continuous Disclosure Obligations*, Shareholders will no longer automatically receive copies of financial statements unless a card (*in the form enclosed herewith*) has been completed and returned as instructed. Copies of all previously issued annual and quarterly financial statements and related Management Discussions and Analysis are available to the public on the SEDAR website at www.sedar.com.

II. APPOINTMENT OF AUDITORS

Management proposes the appointment of BDO Canada LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration.

At the request of management of the Company, Palmer Reed, Chartered Accountants, resigned as auditors of the Company on March 26, 2018 and the appointment of BDO Canada LLP was considered by the Audit Committee and approved by the Board of Directors of the Company. Palmer Reed had been the Company's Auditors since November, 2011.

The reporting package with respect to the resignation of Palmer Reed and the appointment of BDO Canada LLP can be found on SEDAR at www.sedar.com.

In the absence of instructions to the contrary the shares represented by proxy will be voted IN FAVOUR of a resolution to appoint BDO Canada LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.

III. ELECTION OF DIRECTORS

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. It is proposed that the number of directors for the ensuing year be fixed at four (4), subject to such increases as may be permitted by the By-Laws of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at four (4).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed pursuant to the By-Laws of the Company unless his office is earlier vacated in accordance with the provisions of the *Canada Business Corporations Act* (“**CBCA**”) or the Company’s By-Laws.

It is the intention of the Management Designees, if named as proxy, to vote FOR the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following information relating to the nominees for election to the Board of Directors is based on information received by the Company from said nominees.

NAME, PRESENT OFFICE HELD AND RESIDENCY	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR	PRESENT PRINCIPAL OCCUPATION AND PRINCIPAL OCCUPATION DURING THE PAST FIVE (5) YEARS
Pearson (Perry) John Little Alberta, Canada <i>President, Chief Executive Officer and Director</i>	May 17, 2017	Nil	Currently President and Chief Executive Officer of the Company. Previously Senior Investment Advisor with Canaccord Genuity Wealth Management until October 31, 2016.
Shawn Stockdale ⁽¹⁾ Alberta, Canada <i>Chief Financial Officer, Secretary and Director</i>	August 25, 2017	1,250,000 ⁽²⁾	Chartered Accountant. Operates own public accounting practices.

NAME, PRESENT OFFICE HELD AND RESIDENCY	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR	PRESENT PRINCIPAL OCCUPATION AND PRINCIPAL OCCUPATION DURING THE PAST FIVE (5) YEARS
Ricky (Rick) James Watters ⁽¹⁾ Alberta, Canada <i>Director</i>	August 25, 2017	Nil	V.P. of Projects and Engineering with ILF Consultants, a private engineering consulting company. Previously V.P. of Technical Services for the Keystone Projects for TransCanada Pipelines.
David Upright ⁽¹⁾ Alberta, Canada <i>Director</i>	March 21, 2018	Nil	Director of Sales, Inventory and Operations Planning with Champion Petfoods, a local manufacturer of premium pet food. Previously Vice President of Information Services with The Brick.

(1) Member of the Audit Committee.

(2) Shares are owned by 1482584 Alberta Ltd., a holding company controlled by Mr. Stockdale.

Relevant Education and Experience

Pearson (Perry) John Little

Mr. Little, B.A. (Econ), CIM, PFP has extensive experience with junior resource company financing and with the public markets in general. His experience was gained over the course of a 28 year career in the investment industry. During his career, Mr. Little held a variety of positions with large Canadian investment firms. He retired from his position as a Senior Investment Advisor with Canaccord Genuity Wealth Management in 2016 after 14 years with the company.

Prior to his involvement in the investment industry, Mr. Little spent 9 years in the public accounting industry acquiring significant experience and education in the areas of accounting, taxation and auditing. Mr. Little is currently the President and CEO of a private gold mining enterprise and has also served on the Board of Directors for two charitable organizations and a private real estate development company.

Shawn Stockdale

Mr. Stockdale, C.A. has operated his own public accounting practice for the past 8 years. Prior to establishing his own firm, he spent 14 years with larger C.A. firms, completing the in-depth tax course during that time. He has experience serving clients from a wide variety of industries. Mr. Stockdale holds a B.Comm from the University of Lethbridge. He is also the Secretary/Treasurer of a private gold mining enterprise.

Ricky (Rick) James Watters

Mr. Watters is currently V.P. of Projects and Engineering with ILF Consultants, a private engineering consulting company. Mr. Watters holds a P.Eng in Metallurgical Engineering from the University of Alberta. He has over 35 years of experience, with increasing responsibility, directing the development of oil and gas facilities. His career has included ten years with Enbridge and TransCanada Pipelines, as well as 23 years spent with Cenovus and its predecessor companies. Mr. Watters has extensive knowledge and experience in construction, stakeholder relations, regulatory and environmental requirements, commercial evaluations, estimating, scheduling, procurement, expediting, contracts administration, facility design, pipeline design, facilities management and metallurgy.

David Upright

Mr. Upright is currently Director of Sales, Inventory and Operations Planning with Champion Petfoods, a local manufacturer of premium pet food serving pet lovers around the globe. His career included 25 years as Vice President of Information Services with The Brick and 4 years running a private consulting firm specializing in information technology and continuous improvement.

Mr. Upright holds a B.Sc. in Computing Science and an M.B.A. from the University of Alberta. Mr. Upright also serves on the Board of Directors for a foundation that serves Oakhill Boys Ranch.

Corporate Cease Trade Orders

To the knowledge of the Company, no proposed director of the Company is, or within the ten (10) years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than thirty (30) consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days.

Individual Bankruptcies

To the knowledge of the Company, no proposed director of the Company is, or within the ten (10) years prior to the date of this Circular has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

To the knowledge of the Company, no proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

IV. ANNUAL APPROVAL OF INCENTIVE STOCK OPTION PLAN

The Company's rolling stock option plan (the "**Stock Option Plan**") authorizes the issuance of incentive stock options to directors, officers, employees and consultants up to an aggregate of 10% of the issued shares from time to time. There are currently 15,745,749 Common Shares issued and outstanding, therefore the current 10% threshold is 1,574,574 shares under the Stock Option Plan. In the event that the Stock Option Plan is not approved, then the Stock Option Plan as approved by the Shareholders in the preceding year continues in effect.

The Stock Option Plan must be approved by a majority of the "disinterested" shareholders entitled to vote present in person or by proxy at the Meeting. "Disinterested" shareholders means all shareholders of the Company who are not directors, senior officers, promoters or insiders of the Company, or their associates, as such terms are defined under the *Securities Act* (British Columbia).

It is the intention of the Management Designees, if named as proxy, to vote FOR the approval of the Stock Option Plan, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on approval of the Stock Option Plan.

EXECUTIVE COMPENSATION (For the financial year ended September 30, 2017)

For purposes of this Information Circular, "named executive officer" of the Company means an individual who, at any time during the year, was:

- (a) the Company's chief executive officer ("**CEO**");
- (b) the Company's chief financial officer ("**CFO**");
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a “**Named Executive Officer**” or “**NEO**”).

Based on the foregoing definition, during the financial year of the Company ended September 30, 2017, there were five (5) Named Executive Officers, namely: (i) former President and CEO, Tom MacNeill; (ii) former Chief Operating Officer, Andrew B. Davidson; (iii) former CFO and Secretary, Jeff Sheppard; (iv) current President and CEO, Perry Little; and (v) current CFO and Secretary, Shawn Stockdale.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on discussions at the Board level.

The Company’s executive compensation program has three principal components: base salary, incentive bonus plan, and incentive stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Company has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm’s length service providers.

The Company notes that it is in an exploration phase with respect to its properties, has to operate with limited financial resources, and must control costs to ensure that funds are available to fund its operations. The Board has to consider the current and anticipated financial position of the Company at the time of any compensation determination. The Board has attempted to keep the cash compensation paid to the Company’s NEOs relatively modest, while providing long-term incentives through the granting of stock options.

The Company’s executive compensation program is administered by the Board of Directors and is designed to provide incentives for the enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Company, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Company’s compensation package has been structured in order to link shareholder return, measured by the change in the share price, with executive compensation through the use of incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Company does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Company bases the compensation for an NEO on the NEO’s years of service with the Company, responsibilities of each officer and their duties in that position. The Company also bases compensation on the performance of each officer. The Company believes that stock

NAME AND PRINCIPAL POSITION	YEAR ENDED	SALARY (\$)	SHARE-BASED AWARDS(\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$)	TOTAL COMPENSATION (\$) ⁽⁴⁾
					ANNUAL INCENTIVE PLANS	LONG-TERM INCENTIVE PLANS			
Chief Executive Officer	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew B. Davidson ⁽²⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Former Chief Operating Officer	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Sheppard ⁽³⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Former Chief Financial Officer and Secretary	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Perry Little ⁽¹⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	\$6,300.00 ⁽⁵⁾	\$6,300.00
President and Chief Executive Officer	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Shawn Stockdale ⁽³⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	\$4,200.00 ⁽⁶⁾	\$4,200.00
Chief Financial Officer and Secretary	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Tom MacNeill resigned as President and Chief Executive Officer on May 17, 2017 and was replaced by Perry Little.
- (2) Andrew B. Davidson resigned as Chief Operating Officer on May 17, 2017.
- (3) Jeff Sheppard resigned as Chief Financial Officer and Secretary on May 17, 2017 and was replaced by Shawn Stockdale.
- (4) Under the terms of a Management Services Agreement with 49 North Resources Inc., from June 21, 2013 to May 17, 2017, 49 North Resources Inc. provided all executive management services for the Company for a fee of \$5,000.00 per month. The Management Services Agreement terminated on May 17, 2017 when the executive officers of the Company changed. Each executive officer provided services to the Company under the terms of the Management Services Agreement.
- (5) The Company paid a management fee to Perca Enterprises Ltd. in the amount of \$6,000.00 plus GST. Perry Little provides his executive management services to the Company through Perca Enterprises Ltd.
- (6) The Company paid a management fee to 1482584 Alberta Ltd. in the amount of \$4,000.00 plus GST. Shawn Stockdale provides his executive management services to the Company through 1482584 Alberta Ltd.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of the Company outstanding at the end of the financial year dated September 30, 2017.

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
Tom MacNeill ⁽¹⁾ Former President and Chief Executive Officer	Nil	N/A	N/A	N/A
Andrew B. Davidson ⁽²⁾ Former Chief Operating Officer	Nil	N/A	N/A	N/A
Jeff Sheppard ⁽³⁾ Former Chief Financial Officer and Secretary	Nil	N/A	N/A	N/A
Perry Little ⁽¹⁾ President and Chief Executive Officer	Nil	N/A	N/A	N/A
Shawn Stockdale ⁽³⁾ Chief Financial Officer and Secretary	Nil	N/A	N/A	N/A

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(2) Andrew B. Davidson resigned as Chief Operating Officer on May 17, 2017.

(3) Jeff Sheppard resigned as Chief Financial Officer and Secretary on May 17, 2017 and was replaced by Shawn Stockdale.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year. The aggregate value of the option based awards vested during the year is based on the difference between the Company share price on the vesting day of any options that vested during 2017 and the exercise price of the options.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION VALUE EARNED DURING THE YEAR (\$)
Tom MacNeill ⁽¹⁾ Former President and Chief Executive Officer	Nil	N/A
Andrew B. Davidson ⁽²⁾ Former Chief Operating Officer	Nil	N/A
Jeff Sheppard ⁽³⁾ Former Chief Financial Officer and Secretary	Nil	N/A
Perry Little ⁽¹⁾ President and Chief Executive Officer	Nil	N/A
Shawn Stockdale ⁽³⁾ Chief Financial Officer and Secretary	Nil	N/A

(1) Tom MacNeill resigned as President and Chief Executive Officer on May 17, 2017 and was replaced by Perry Little.

(2) Andrew B. Davidson resigned as Chief Operating Officer on May 17, 2017.

(3) Jeff Sheppard resigned as Chief Financial Officer and Secretary on May 17, 2017 and was replaced by Shawn Stockdale.

Termination and Change of Control Benefits

The Company currently does not have any agreement that provides termination and change of control benefits to its directors and officers.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Company's financial year ended September 30, 2017.

NAME	FEES EARNED	OPTION-BASED AWARDS (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
Dean Nawata ⁽¹⁾	Nil	Nil	Nil	Nil
Ricky James Watters ⁽²⁾	Nil	Nil	Nil	Nil

(1) Dean Nawata resigned as a Director on October 14, 2016.

(2) Ricky James Watters was elected as a Director on August 25, 2017.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the directors of the Company, not including those directors who are also Named Executive Officers, to purchase or acquire securities of the Company outstanding at the end of the financial year dated September 30, 2017.

NAME	OPTION-BASED AWARDS - NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
Dean Nawata ⁽¹⁾	Nil	N/A	N/A	N/A
Ricky James Watters ⁽²⁾	Nil	N/A	N/A	N/A

(1) Dean Nawata resigned as Director on October 14, 2016.

(2) Ricky James Watters was elected as a Director on August 25, 2017.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards and nonequity incentive plan compensation paid to the directors of the Company, not including those directors who are also Named Executive Officers, during the financial year ended September 30, 2017. The aggregate value of the option based awards vested during the year is based on the difference between the Company share price on the vesting day of any options that vested during 2017 and the exercise price of the options.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION – VALUE EARNED DURING THE YEAR (\$)
Dean Nawata ⁽¹⁾	Nil	Nil
Ricky James Watters ⁽²⁾	Nil	Nil

(1) Dean Nawata resigned as Director on October 14, 2016.

(2) Ricky James Watters was elected as a Director on August 25, 2017

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company's equity compensation plan as at the date of this circular:

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (A)	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (B)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) (C)
Equity compensation plans approved by securityholders	Nil	N/A	1,574,574
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	Nil	N/A	1,574,574

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company or any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

MANAGEMENT CONTRACTS

Management functions of the Company are substantially performed by the Company's directors and executive officers. Under the terms of a Management Services Agreement with 49 North Resources Inc., from June 21, 2013 to May 17, 2017, 49 North Resources Inc. provided all executive and administrative management services for the Company for a fee of \$5,000.00 per

month. The Management Services Agreement terminated on May 17, 2017 when the executive officers of the Company changed.

The Company has not entered into any other contracts, agreements or arrangements with any other parties.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The proposed Board is comprised of four (4) directors, of whom Ricky James Watters and David Upright are independent for the purposes of NI 58-101. Perry Little and Shawn Stockdale are not independent since they serve as the President and Chief Executive Officer and Chief Financial Officer and Secretary of the Company, respectively.

Directorships

None of the proposed directors are also directors of other reporting issuers.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual general meeting of shareholders, taking into

account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Committee

The Company does not have a separate Compensation Committee, therefore, the entire Board of Directors is responsible for determining compensation for the directors and officers of the Company to ensure it reflects the responsibilities and risks of a public company.

Other Board Committees

The Board has no committees, other than the Audit Committee.

Assessments

Due to the minimal size of the Company's Board of Directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") reporting issuers are required to provide disclosure with respect to its Audit Committee, including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Charter

1. Purpose of the Committee

1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

2.1 At least one member must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.2 The Audit Committee shall consist of no less than three (3) Directors.

2.3 At least one member of the Audit Committee must be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business.

3. Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4. Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweigh the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.
- 4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed as the external auditors of the Company:
 - (a) acting as an agent of the Company for the sale of all or substantially all of the undertakings of the Company; and
 - (b) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5. Appointment of Auditors

- 5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.
- 5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10. Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Financial Officer is responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11. Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Financial Officer is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

- 13.1 The Audit Committee may meet with the auditors independently of the management of the Company at any time, acting reasonably.
- 13.2 The auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14. Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15. Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

Composition of Audit Committee

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

David Upright	Independent ⁽¹⁾	Financially literate ⁽²⁾
Ricky James Watters	Independent ⁽¹⁾	Financially literate ⁽²⁾
Shawn Stockdale	Not Independent ⁽¹⁾	Financially literate ⁽²⁾

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he/she has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The relevant education and/or experience of each member of the Audit Committee is noted above under 'Election of Directors'.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems necessary, and the Chairman will notify the

other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last three (3) financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year Ending September 30	Audit Fees	Audit Related Fees	Tax Fees	All other Fees
2017	\$9,500.00	Nil	Nil	Nil
2016	\$6,000.00	Nil	Nil	Nil
2015	\$5,700.00	Nil	Nil	Nil

Exemption

As a Canadian Securities Exchange listed issuer, the Company is exempt from the requirements of Part 3 - Composition of the Audit Committee and Part 5 - Reporting Obligations of NI 52-110.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("**MD&A**") for the year ended September 30, 2017.

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the person or company is the owner of securities of the Company. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. The Company will maintain a supplemental mailing list of persons or companies wishing to receive interim financial statements.

Shareholders may obtain copies of the Company's financial statements and related MD&A by contacting the Company by mail at 115 - 6220 Fulton Road NW, Edmonton, Alberta, T6A 3T4 or by telephone at (780) 993-2193. Additional information relating to the Company is available on SEDAR at www.sedar.com

GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

Where information contained in this Information Circular rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED at Edmonton, Alberta as of the 26th day of March, 2018.

BY THE ORDER OF THE BOARD OF DIRECTORS OF
GREEN RIVER GOLD CORP.

“Pearson John Little”
President and Chief Executive Officer